



Entered on Docket
November 30, 2009

A handwritten signature in dark ink, appearing to read "Linda B. Riegle".

Hon. Linda B. Riegle
United States Bankruptcy Judge

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**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA**

In re:

USA INVESTMENT PARTNERS, LLC,

Debtor.

Case No.: 07-11821-LBR
Chapter 11

Scheduling Conference:
Date: November 13, 2009
Time: 9:30 a.m.

**FINDINGS OF FACT AND CONCLUSIONS OF LAW RE: MOTION TO APPROVE
SALE OF MEMBERSHIP INTEREST IN COLT GATEWAY, LLC PURSUANT TO 11
U.S.C. § 363**

The Motion To Approve Sale Of Membership Interest In Colt Gateway, LLC Pursuant
To 11 U.S.C. § 363 (the "Motion")¹ [Dkt. No. 981] filed by Lisa M. Poulin ("Trustee"), the

¹ Unless otherwise expressly stated herein, all undefined, capitalized terms shall have the meaning ascribed to them in the Motion.

Chapter 11 trustee for USA Investment Partners, LLC ("USAIP"), was heard and considered by the Court on November 13, 2009 at 9:30 a.m. Counsels' appearances are reflected in the Court's record of the proceeding. The Court read the Motion, the Declaration Of Lisa M. Poulin In Support Of Motion To Approve Sale Of Membership Interest In Colt Gateway, LLC Pursuant To 11 U.S.C. § 363 [Dkt. No. 982] the (the "Poulin Declaration"), and the Agreement For Purchase And Sale Of Membership Interest In Colt Gateway LLC (the "Agreement"), attached as Exhibit "A" to the Poulin Declaration. The Court was asked to take and did take judicial notice of the pleadings, papers, and other records of the proceedings in the above-captioned case. The Court entertained the argument of counsel and accepted proffers of proof. Based upon the foregoing and other good cause appearing,

THE COURT ENTERS THE FOLLOWING FINDINGS OF FACT AND CONCLUSIONS OF LAW:

FINDINGS OF FACT

1. Trustee has provided proper and sufficient notice of the Motion as required by 11 U.S.C. § 363(b)(1) and Fed. R. Bank. P. 2002(a)(2), (c)(1), and (k), and 6004(a) and (c).
2. A reasonable opportunity to object to or be heard regarding the Motion has been provided to all parties in interest.
3. As set forth in the Motion, USAIP owns a forty-nine and five tenths (49.5%) membership interest in Colt Gateway, LLC ("Colt"), including, without limitation, the corresponding capital account and the income, gains, losses, deductions, credit, and distributions attributable to such membership interest (as more specifically defined in Section B of the Agreement, the "Transferred Interest").

1 157(b)(2)(A), (4), (M), (N), and (O), and venue before this Court is proper pursuant to 28 U.S.C.
2 §§ 1408 and 1409.

3 2. Trustee has fully complied with all of the requirements of 11 U.S.C. § 363.

4 3. The sale of the Transferred Interest pursuant to 11 U.S.C. § 363 free and clear of
5 all liens is appropriate and in the best interests of USAIP's estate.

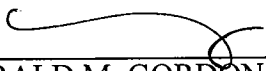
6 4. Pursuant to 11 U.S.C. §§ 105(a) and 363(f), the Transferred Interest is properly
7 being sold, conveyed, granted, assigned, transferred, and delivered to Urban Smart Growth
8 Connecticut, LLC under the Agreement free and clear of any and all liens, claims,
9 encumbrances, or interests in the Transferred Interest of an entity that may have existed prior to
10 Closing (as defined in the Agreement).

11 5. Urban Smart Growth Connecticut, LLC is a good faith purchaser with the
12 meaning of 11 U.S.C. § 363. The price that Urban Smart Growth Connecticut, LLC is to pay for
13 the Transferred Interest under the Agreement is fair consideration and constitutes reasonably
14 equivalent value.

15 6. To the extent that any of the forgoing Conclusions of Law is more appropriately
16 construed as Finding of Fact, it shall be deemed such.

17 Prepared And Submitted:

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19
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22 By: 
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LR 9021 CERTIFICATION

In accordance with LR 9021, counsel submitting this document certifies as follows:

- ☐ The Court waived the requirement of approval under LR 9021.
- ☒ No parties appeared or filed written objections, and there is no trustee appointed in this case.
- ☐ A copy of this proposed order was delivered to all counsel who appeared at the hearing, any unrepresented parties who appeared at the hearing, and any trustee appointed in this case, and each has approved or disapproved the order, or failed to respond, as indicated below: [list each party and whether the party has approved or failed to respond to the document.]